

PD4000053/17

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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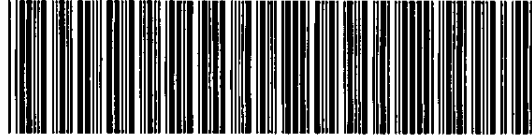
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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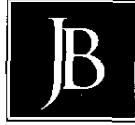


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SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS
15 DEC 10 PM 2:31

DEC 14 2015
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JAMES BATES

JAMES ■ BATES ■ BRANNAN ■ GROOVER LLP

MATTHEW COUVILLION

EMAIL: mcouvillion@jamesbatesllp.com

DIRECT LINE: 404.997.7507

December 8, 2015

VIA FEDERAL EXPRESS – 2ND DAY – TRACKING NO: 7751 5197 9180
RETURN FEDERAL EXPRESS – 2ND DAY – TRACKING NO: 7902 3959 2924

Florida Division of Corporations
Amendment Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Filing of Amended and Restated Articles of Incorporation of Lou Sobh Automotive of Jax, Inc.

Dear Sir or Madam:

I am enclosing the following for filing on behalf Lou Sobh Cerritos Saturn, Inc.

1. One (1) *original* and two (2) *copies* of the Amended and Restated Articles of Incorporation and Certificate of Lou Sobh Automotive of Jax, Inc.; and
2. Our firm check in the amount of **\$43.75 (check # 3137)** payable to the Florida Division of Corporations in payment for the **filing fee of \$35.00** and a **certified copy fee of \$8.75 (a return, self-addressed Federal Express envelope is included)** for these Articles.

Please let me know if anything further is required to process this request.

Sincerely yours,

MATTHEW COUVILLION

MC/ms
Enclosures

MACON

231 RIVERSIDE DRIVE ■ MACON, GEORGIA 31201
111 478.742.4280 ■ 111 478.742.8720

ATLANTA

3399 PEACHTREE ROAD, NE SUITE 1700 ■ ATLANTA, GEORGIA 30326
111 404.997.6020 ■ 111 404.997.6021

AMENDED AND RESTATED ARTICLES

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

OF INCORPORATION OF

15 DEC 10 PM 2:31

LOU SOBH AUTOMOTIVE OF JAX, INC.

P04000053117

The Articles of Incorporation of LOU SOBH AUTOMOTIVE OF JAX, INC., a Florida corporation (the "Corporation"), filed with the Office of the Secretary of State of the State of Florida on June 4, 2012, are hereby amended and restated in their entirety as follows:

I.

The name of the corporation is: LOU SOBH AUTOMOTIVE OF JAX, INC.

II.

The mailing address of the corporation's principal office is: 11333 Phillips Highway, Jacksonville, FL 32256.

III.

The total number of shares of capital stock which the Corporation is authorized to issue is 50,000, divided into 500 shares of capital stock designated as 'Class A Common Stock' and 49,500 shares of capital stock designated as 'Class B Common Stock'. The par value of each share of stock shall be \$.01 per share. The following is a description of each class of stock of the Corporation with the preferences, conversion and other rights, restrictions, voting powers and qualifications of each class:

1. Except as hereinafter provided with respect to voting powers, the Class A Common Stock and the Class B Common Stock of the Corporation shall be identical in all respects.

2. With respect to voting powers, the holders of Class A Common Stock shall possess all voting powers for all purposes, including, by way of illustration and not of limitation, the election of directors, and the holders of Class B Common Stock shall have no voting power whatsoever, and no holder of Class B Common Stock shall vote or otherwise participate in any proceedings in which actions shall be taken by the Corporation or the Shareholders thereof or be entitled to notification as to any meeting of the Board of Directors or the Shareholders.

IV.

The registered office of the corporation shall be at 11333 Phillips Highway, Jacksonville, FL 32256. The initial registered agent at such address shall be John Shinwar.

V.

The nature of the business and activities to be transacted by this Corporation are to transact all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, or any subsequent act, as amended.

VI.

The Corporation elects to have preemptive rights for its shareholders within the provisions of Section 607.0630(2) of the Florida Business Corporation Act.

VII.

The Corporation shall exist perpetually unless dissolved according to law.

VIII.

Any action required or permitted by the Florida Business Corporation Act to be taken at a meeting of shareholders of the corporation may be taken without a meeting if a written consent, setting forth the action so taken, shall be signed by persons entitled to vote at a meeting those shares having sufficient voting power to cast not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shareholders entitled to vote were present and voted.

IX.

These Amended and Restated Articles of Incorporation may be amended in any manner provided by law and all rights conferred upon the shareholders are granted subject to this reservation.

X.

The amendments contained herein are approved and adopted by unanimous vote of the Shareholders pursuant to Shareholder resolution effective December 1st, 2015."

IN WITNESS WHEREOF, the Corporation has executed this Amended and Restated Articles of Incorporation on this 1st day of December, 2015.

CORPORATION:

LOU SOBH AUTOMOTIVE OF JAX, INC.

By: _____

Monir Lou Sobh, President

15 DEC 10 PM 2:31

STATE OF FLORIDA
DIVISION OF CORPORATIONS

CERTIFICATE REGARDING
AMENDED AND RESTATED ARTICLES
OF INCORPORATION OF
LOU SOBH AUTOMOTIVE OF JAX, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE

15 DEC 10 PM 2:31

The undersigned, Monir Lou Sobh, the President of LOU SOBH AUTOMOTIVE OF JAX, INC., a Florida corporation (the "Corporation"), hereby certifies pursuant to Sections 607.1006 and 607.1007 of the Florida Business Corporation Act:

1. The Amended and Restated Articles of Incorporation of the Corporation contain an amendment to the Articles of Incorporation of the Corporation which required Shareholder approval and the Shareholders unanimously approved such amendment to the Articles of Incorporation.

2. The name of the Corporation is LOU SOBH AUTOMOTIVE OF JAX, INC.

3. The text of each amendment adopted is as follows:

"I.

The name of the corporation is: LOU SOBH AUTOMOTIVE OF JAX, INC.

II.

The mailing address of the corporation's principal office is: 11333 Phillips Highway, Jacksonville, FL 32256.

III.

The total number of shares of capital stock which the Corporation is authorized to issue is 50,000, divided into 500 shares of capital stock designated as 'Class A Common Stock' and 49,500 shares of capital stock designated as 'Class B Common Stock'. The par value of each share of stock shall be \$.01 per share. The following is a description of each class of stock of the Corporation with the preferences, conversion and other rights, restrictions, voting powers and qualifications of each class:

1. Except as hereinafter provided with respect to voting powers, the Class A Common Stock and the Class B Common Stock of the Corporation shall be identical in all respects.

2. With respect to voting powers, the holders of Class A Common Stock shall possess all voting powers for all purposes, including, by way of illustration and not of limitation, the election of directors, and the holders of Class B Common Stock shall have no voting power

whatsoever, and no holder of Class B Common Stock shall vote or otherwise participate in any proceedings in which actions shall be taken by the Corporation or the Shareholders thereof or be entitled to notification as to any meeting of the Board of Directors or the Shareholders.

IV.

The registered office of the corporation shall be at 11333 Phillips Highway, Jacksonville, FL 32256. The initial registered agent at such address shall be John Shinwar.

V.

The nature of the business and activities to be transacted by this Corporation are to transact all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, or any subsequent act, as amended.

VI.

The Corporation elects to have preemptive rights for its shareholders within the provisions of Section 607.0630(2) of the Florida Business Corporation Act.

VII.

The Corporation shall exist perpetually unless dissolved according to law.

VIII.

Any action required or permitted by the Florida Business Corporation Act to be taken at a meeting of shareholders of the corporation may be taken without a meeting if a written consent, setting forth the action so taken, shall be signed by persons entitled to vote at a meeting those shares having sufficient voting power to cast not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shareholders entitled to vote were present and voted.

IX.

These Amended and Restated Articles of Incorporation may be amended in any manner provided by law and all rights conferred upon the shareholders are granted subject to this reservation.

X.

The amendments contained herein are approved and adopted by unanimous vote of the Shareholders pursuant to Shareholder resolution effective December 1st, 2015."

4. The amendments were duly approved by the Shareholders in accordance with the provisions of Section 607.1006 of the Act. The effective date of each amendment's adoption is December 1st, 2015.

IN WITNESS WHEREOF, the undersigned hereby sets his hand and seal this 1st day of December, 2015.

CORPORATION:

LOU SOBH AUTOMOTIVE OF JAX, INC.

By: _____

Monir Lou Sobh, President

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